

BOHRA INDUSTRIES LIMITED

CIN: L24117RJ1996PLC012912

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Website: <http://www.bohraindustries.com>

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT 29TH (TWENTY-NINTH) ANNUAL GENERAL MEETING OF MEMBERS OF BOHRA INDUSTRIES LIMITED WILL BE HELD ON TUESDAY, 30TH SEPTEMBER, 2025 AT 01:00 P.M. THROUGH VIDEO CONFERENCING (VC)/ OTHER AUDIO-VISUAL MEANS (OAVM) TO TRANSACT THE FOLLOWING BUSINESS: -

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements for the financial year ended 31st March, 2025 and the report of the Board of Directors and Auditors thereon.
2. To appoint a director in place of **Mr. Krishna Agarwal** (DIN: 09402238), who retires by rotation and being eligible offers himself for re-appointment.

SPECIAL BUSINESS:

3. **To appoint Mr. Atul Dave (DIN:09696561) as the Managing Director.**

To consider and, if thought fit, to pass with or without modification, if any, the following resolution as Special Resolution: -

“RESOLVED THAT pursuant to the provisions of Sections 196, 197 & 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”), The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modifications or reenactment(s) thereof for the time being in force, consent of members be and is hereby accorded for the appointment of Mr. Atul Dave (DIN:09696561), as Managing Director of the Company for a period of 5 years with effect from 7th September, 2025 to 6th September, 2030 on the terms and conditions including remuneration, based on the recommendation of the Nomination & Remuneration Committee, mutually agreed upon by the Board and Mr. Atul Dave (DIN:09696561), whose office shall not be liable to retire by rotation.”

4. **To appoint Mr. Ramalingam Sivaprakasam Chandrasekharan (DIN: 11207389) as a non-executive director of the company.**

To consider and if thought fit, to pass the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 (“Act”) read with the Companies (Appointment and Qualifications of Directors) Rules, 2014 (including any statutory modification or re-enactment thereof, for the time being in force), **Mr. Ramalingam Sivaprakasam Chandrasekharan (DIN: 11207389)**, who was appointed as an Additional Director (Non-executive) of the Company with effect from September 07, 2025 and who holds office upto the date of this Annual General Meeting, be and is hereby appointed as a Director (Non-executive) of the Company, liable to retire by rotation.”

5. To appoint Mr. Venkataramani Jaiganesh (DIN: 00095975) as a non-executive director of the company.

To consider and, if thought fit, to pass the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 (“Act”) read with the Companies (Appointment and Qualifications of Directors) Rules, 2014 (including any statutory modification or re-enactment thereof, for the time being in force), **Mr. Venkataramani Jaiganesh (DIN: 00095975)**, who was appointed as an Additional Director (Non-executive) of the Company with effect from September 07, 2025 and who holds office upto the date of this Annual General Meeting, be and is hereby appointed as a Director (Non-executive) of the Company, liable to retire by rotation.”

6. To appoint Mr. Vaidyanathan Ashok (DIN: 01089738) as a non-executive director of the company.

To consider and, if thought fit, to pass the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 (“Act”) read with the Companies (Appointment and Qualifications of Directors) Rules, 2014 (including any statutory modification or re-enactment thereof, for the time being in force), **Mr. Vaidyanathan Ashok (DIN: 01089738)**, who was appointed as an Additional Director (Non-executive) of the Company with effect from September 07, 2025 and who holds office upto the date of this Annual General Meeting, be and is hereby appointed as a Director (Non-executive) of the Company, liable to retire by rotation.”

7. To appoint Secretarial Auditors of the Company:

To consider and, if thought fit, to pass the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to Section 204 and other applicable provisions, if any, of the Companies Act, 2013, Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and Regulation 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), other applicable laws/statutory provisions, if any, as amended from time to time, **S P Moud & Associates, Company Secretaries (Unique Code: S2023RJ906400)** be and are hereby appointed as Secretarial Auditors of the Company for term of five consecutive years commencing from financial year 2025-26 till financial year 2029-30, at such fees as may be mutually agreed upon between the Board of Directors of the Company and the Secretarial Auditors.”

8. Shifting of Registered office of the Company from one State to another State.

To consider and, if thought fit, to pass with or without modification, the following resolution as Special Resolution:

“RESOLVED THAT pursuant to the provisions of Section 13 of the Companies Act, 2013 (including any amendments thereto or re-enactment thereof) (the “Act”) read with Rule 30 and 31 of the Companies (Incorporation) Rules, 2014 and any other provision applicable, the consent of the Members of the Company be and are hereby accorded for shifting of the registered office of the company from the state of Rajasthan to National Capital Territory / State of Delhi subject to the confirmation from the the Regional Director, North Western Region.

RESOLVED FURTHER THAT subject to the confirmation from the Regional Director, Clause II of the Memorandum of Association of the Company be and is hereby substituted as under:

“II. The Registered office of the company will be situated in the **STATE OF DELHI.**”

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to take such steps as may be necessary and generally to do all acts, deeds and things as may be necessary, proper, expedient or incidental for the purpose of giving effect to the aforesaid resolution.”

**By Order of the Board of Directors
For Bohra Industries Limited**

**Sd/-
Anshu Kumari Agarwal
Company Secretary & Compliance Officer**

**Place: Udaipur
Date: 07/09/2025**

NOTES:

1. An Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 ("Act"), setting out all material facts relating to the relevant items of business of this Notice is annexed herewith and the same should be taken as part of this Notice. Further, as required under Regulation 36(3) of the Securities and Exchange Board of India ("SEBI") (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as the "SEBI Listing Regulations") and the provisions of the Secretarial Standard 2 on General Meetings issued by The Institute of Company Secretaries of India ("SS-2 on General Meetings"), a brief profile of the Directors proposed to be re-appointed is set out in the Explanatory Statement to this Notice.
2. Pursuant to the relevant MCA circulars, the facility for members to appoint proxy to attend and cast vote is not available for this Annual General Meeting "AGM" since physical presence at a common venue is not required. Hence, the proxy form, attendance slip and route map are not annexed to this notice.
3. Corporate Members are requested to send a duly certified true copy of the Board Resolution authorizing their representatives to attend and vote at the Annual General Meeting.
4. Pursuant to the General Circular Nos. 20/2020 dated May 5, 2020, read with General Circular No. 14/2020 dated April 08, 2020, Circular No.17/2020 dated April 13, 2020, General Circular No. 02/2021 dated January 13, 2021, General Circular No. 02/2022 dated May 5, 2022, General Circular No. 10/2022 dated December 28, 2022 and General Circular No. 09/2023 dated September 25, 2023 issued by the Ministry of Corporate Affairs (MCA), applicable provisions of the Act and the rules made thereunder and in accordance with the Circular No. SEBI/HO/CFD/ CMD1/CIR/P/2020/79 dated 12th May, 2020, Circular No. SEBI/HO/CFD/ CMD2/CIR/P/2021/11 dated 15th January 2021 and Circular No. SEBI/HO/CFD/CMD2/ CIR/P/2022/62 dated May 13, 2022, SEBI/ HO/CFD/PoD-2/P/CIR/2023/4 dated January 5, 2023 and Circular No. SEBI/ HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated October 07, 2023 and October 3, 2024 issued by the SEBI (collectively referred to as "Applicable Circulars", companies are allowed to hold AGM through VC, without the physical presence of members at a common venue. Hence, in compliance with the Circulars, the AGM of the Company is being held through VC/OAVM.
5. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with Bigshare Services Private Limited for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting will be provided by Bigshare Services Private Limited.
6. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at <http://www.bohraidustries.com/>. The Notice can also be accessed from the website of the Stock Exchanges i.e. NSE at www.nseindia.com. The AGM Notice is also disseminated on the website of Bigshare Services Private Limited (agency for providing the Remote e-Voting facility and e-voting system during the AGM) i.e. <https://ivote.bigshareonline.com>.

However, a member may also demand hard copies of the same via. Writing us at bil@bohraidustries.com

7. Since the share of the members is in demat form, the Register of Members and Share Transfer Books of the Company is not required to be closed.
8. Register of Directors and key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013 and Register of Contract or Arrangements in which Directors are interested, maintained under Section 189 of the Companies Act, 2013, will be available for inspection in Electronic Mode.
9. Dispatch of Annual Report and Notice of AGM through electronic mode:

In accordance with, the above referred circulars, the electronic copies of the Annual Report for financial year 2024-25 and the Notice of this AGM inter-alia are being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company or the Depository Participant(s) as on September 5, 2025.

The Annual Report of the Company for the Financial Year 2024-25, circulated to the members of the Company, is also uploaded on the Company's website <http://www.bohraindustries.com/>.

10. Members holding shares in electronic form are requested to intimate immediately any change in their address or bank mandates to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form are requested to advise any change in their address or bank mandates immediately to the Company to its registered office or to Bigshare Services Private Limited (RTA) at 1st Floor, Bharat Tin works, Building opp. Vasnat Oasis, Makwana Road, Marol, Andheri (East), Mumbai-400059 Maharashtra quoting reference of the Registered Folio Number.
11. As per the provisions of Section 72 of the Act, the facility for making nomination is available for the Members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same. Members holding shares in physical form may submit Form No. SH-13 to the Company. Members holding shares in electronic form may submit the same to their respective depository participants.
12. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under section 103 of the Companies Act, 2013.
13. Members are requested to write to the Company, their query(ies), if any, on the Accounts and operations of the Company at its registered office at least ten days prior to the date of meeting to enable the management to keep the information ready at the meeting.
14. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to RTA viz. to Bigshare Services Private Limited.
15. In case of joint holders, the member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the AGM.
16. To prevent fraudulent transactions, Members are advised to exercise due diligence and notify the Company of any change in address or demise of any Member as soon as possible. Members are also advised not to leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned DP and holdings should be verified.

17. As per the green initiative of Ministry of Corporate Affairs (MCA), members are requested to provide their e-mail addresses to the Registrar & Share Transfer Agent of the Company namely M/s Bigshare Services Private Limited, in order to receive the various Notices and other Notifications from the Company in electronic form.
18. Mr. Surya Prakash Moud (ICSI Membership No. F12943), proprietor of M/s. S P Moud & Associates, Practicing Company Secretaries (Unique S2023RJ906400) has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
19. In pursuant to the provision Section 149, 152, 197 of the Companies Act, 2013, as required under the SEBI (Listing Obligations and Disclosures Requirements) Regulation, 2015 and Clause 1.2.5 of the Secretarial Standard on General Meetings (SS-2) particulars of Directors who are proposed to be appointed/reappointed at the forthcoming Annual General Meeting are as follows:

Sr. No.	Nature of Information	Particulars
1.	Name	Krishna Agarwal
2.	Date of Birth	09/08/1990
3.	Age	35 Years
4.	Brief Resume including experience	With a career spanning over 12 years this successful entrepreneur has had an illustrious career in handling several dynamic projects predominantly construction.
5.	Date of first appointment	25/11/2021
6.	Remuneration Last Drawn	NIL
7.	Qualification	Graduate
8.	Nature of expertise in specific functional area	Nature of expertise in specific functional area- Accounts, Management
9.	Relationship with other Directors, Managers and other Key Managerial Personnel of the company	NIL
10.	Shareholding in the Company	8.59%
11.	Directorship in other Companies	NIL
12.	Chairmanship / Membership of Committee of Board of Directors of other Companies	NIL
13.	No. of board meetings attended during the year 2024-25	8
14.	Terms and conditions of appointment or re-appointment	Liable to retire by rotation
15.	Remuneration sought to be paid	As per permissible limits of Schedule V of the Companies Act, 2013

THE INTRUCTIONS FOR SHAREHOLDERS FOR REMOTE E-VOTING AND E-VOTING DURING AGM ARE AS UNDER:

- i. The voting period begins on 09:00 AM (IST) on 27th September, 2025 and shall end on 29th September, 2025 at 06:00 PM (IST). During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of Tuesday, 23rd September, 2025 may cast their vote electronically. The e-voting module shall be disabled by Bigshare for voting thereafter.
- ii. Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- iii. Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020**, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to **all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants**. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

- iv. In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

1. Pursuant to above said SEBI Circular, Login method for e-Voting and joining virtual meetings for **Individual shareholders holding securities in Demat mode** is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	<ol style="list-style-type: none"> 1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi/Easiest is https://web.cdslindia.com/myeasitoken/home/login or visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then use your existing my easi username & password. 2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of BIGSHARE the e-Voting service provider and you will be re-directed to i-Vote website for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. BIGSHARE, so that the user can visit the e-Voting service providers' website directly. 3) If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration 4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a link https://evoting.cdslindia.com/Evoting/EvotingLogin The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress, and also able to directly access the system of all e-Voting Service Providers. Click on BIGSHARE and you will be re-directed to i-Vote website for casting your vote during the remote e-voting period.

Individual Shareholders holding securities in demat mode with NSDL

- 1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: <https://eservices.nsdl.com> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name **BIGSHARE** and you will be re-directed to **i-Vote** website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
- 2) If the user is not registered for IDeAS e-Services, option to register is available at <https://eservices.nsdl.com>. Select “Register Online for IDeAS “Portal or click at <https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp>
- 3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name **BIGSHARE** and you will be redirected to **i-Vote** website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting
- 4) For OTP based login you can Click on <https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp>. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page with all e-Voting Service Providers. Click on **BIGSHARE** and you will be re-directed to i-vote (E-voting website) for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Individual Shareholders (holding securities in demat mode) login through their **Depository Participants**

You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free No. 1800 22 55 33.
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at 022-48867000.

2. Login method for e-Voting for shareholder other than individual shareholders holding shares in Demat mode & physical mode is given below:

- You are requested to launch the URL on internet browser: <https://ivote.bigshareonline.com>
- Click on “**LOGIN**” button under the ‘**INVESTOR LOGIN**’ section to Login on E-Voting Platform.
- Please enter you ‘**USER ID**’ (User id description is given below) and ‘**PASSWORD**’ which is shared separately on you register email id.
 - Shareholders holding shares in **CDSL demat account should enter 16 Digit Beneficiary ID** as user id.
 - Shareholders holding shares in **NSDL demat account should enter 8 Character DP ID followed by 8 Digit Client ID** as user id.
 - Shareholders holding shares in **physical form should enter Event No + Folio Number** registered with the Company as user id.

Note If you have not received any user id or password please email from your registered email id or contact i-vote helpdesk team. (Email id and contact number are mentioned in helpdesk section).

- Click on **I AM NOT A ROBOT (CAPTCHA)** option and login.

NOTE: If Shareholders are holding shares in demat form and have registered on to e-Voting system of <https://ivote.bigshareonline.com> and/or voted on an earlier event of any company then they can use their existing user id and password to login.

- If you have forgotten the password: Click on '**LOGIN**' under '**INVESTOR LOGIN**' tab and then Click on '**Forgot your password?**'
- Enter "**User ID**" and "**Registered email ID**" Click on **I AM NOT A ROBOT (CAPTCHA)** option and click on '**Reset**'.

(In case a shareholder is having valid email address, Password will be sent to his / her registered e-mail address).

Voting method for shareholders on i-Vote E-voting portal:

- After successful login, **Bigshare E-voting system** page will appear.
- Click on "**VIEW EVENT DETAILS (CURRENT)**" under '**EVENTS**' option on investor portal.
- Select event for which you are desire to vote under the dropdown option.
- Click on "**VOTE NOW**" option which is appearing on the right hand side top corner of the page.
- Cast your vote by selecting an appropriate option "**INFAVOUR**", "**NOT IN FAVOUR**" or "**ABSTAIN**" and click on "**SUBMIT VOTE**". A confirmation box will be displayed. Click "**OK**" to confirm, else "**CANCEL**" to modify. Once you confirm, you will not be allowed to modify your vote.
- Once you confirm the vote you will receive confirmation message on display screen and also you will receive an email on your registered email id. During the voting period, members can login any number of times till they have voted on the resolution(s). Once vote on a resolution is casted, it cannot be changed subsequently.
- Shareholder can "**CHANGE PASSWORD**" or "**VIEW/UPDATE PROFILE**" under "**PROFILE**" option on investor portal.

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3. Custodian registration process for i-Vote E-Voting Website:

- You are requested to launch the URL on internet browser: <https://ivote.bigshareonline.com>
- Click on "**REGISTER**" under "**CUSTODIAN LOGIN**", to register yourself on Bigshare i-Vote e-Voting Platform.
- Enter all required details and submit.
- After Successful registration, message will be displayed with "**User id and password will be sent via email on your registered email id**".

NOTE: If Custodian have registered on to e-Voting system of <https://ivote.bigshareonline.com> and/or voted on an earlier event of any company then they can use their existing user id and password to login.

- If you have forgotten the password: Click on '**LOGIN**' under '**CUSTODIAN LOGIN**' tab and further Click on '**Forgot your password?**'
- Enter "**User ID**" and "**Registered email ID**" Click on **I AM NOT A ROBOT (CAPTCHA)** option and click on '**RESET**'.

(In case a custodian is having valid email address, Password will be sent to his / her registered e-mail address).

Voting method for Custodian on i-Vote E-voting portal:

- After successful login, **Bigshare E-voting system** page will appear.

Investor Mapping:

- First you need to map the investor with your user ID under "**DOCUMENTS**" option on custodian portal.
 - Click on "**DOCUMENT TYPE**" dropdown option and select document type power of attorney (POA).

- Click on upload document “**CHOOSE FILE**” and upload power of attorney (POA) or board resolution for respective investor and click on “**UPLOAD**”.

Note: The power of attorney (POA) or board resolution has to be named as the “**InvestorID.pdf**” (Mention Demat account number as Investor ID.)

- Your investor is now mapped and you can check the file status on display.

Investor vote File Upload:

- To cast your vote select “**VOTE FILE UPLOAD**” option from left hand side menu on custodian portal.
- Select the Event under dropdown option.
- Download sample voting file and enter relevant details as required and upload the same file under upload document option by clicking on “**UPLOAD**”. Confirmation message will be displayed on the screen and also you can check the file status on display (Once vote on a resolution is casted, it cannot be changed subsequently).
- Custodian can “**CHANGE PASSWORD**” or “**VIEW/UPDATE PROFILE**” under “**PROFILE**” option on custodian portal.

Helpdesk for queries regarding e-voting:

Login type	Helpdesk details
Shareholder's other than individual shareholders holding shares in Demat mode & Physical mode.	In case shareholders/ investor have any queries regarding E-voting, you may refer the Frequently Asked Questions ('FAQs') and i-Vote e-Voting module available at https://ivote.bigshareonline.com , under download section or you can email us to ivote@bigshareonline.com or call us at: 1800 22 54 22, 022-62638338

4. Procedure for joining the AGM/EGM through VC/ OAVM:

For shareholder other than individual shareholders holding shares in Demat mode & physical mode is given below:

- The Members may attend the AGM through VC/ OAVM at <https://ivote.bigshareonline.com> under Investor login by using the e-voting credentials (i.e., User ID and Password).
- After successful login, **Bigshare E-voting system** page will appear.
- Click on “**VIEW EVENT DETAILS (CURRENT)**” under ‘**EVENTS**’ option on investor portal.
- Select event for which you are desire to attend the AGM/EGM under the dropdown option.
- For joining virtual meeting, you need to click on “VC/OAVM” link placed beside of “**VIDEO CONFERENCE LINK**” option.
- Members attending the AGM/EGM through VC/ OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.

The instructions for Members for e-voting on the day of the AGM are as under:-

- The Members can join the AGM in the VC/ OAVM mode 15 minutes before the scheduled time of the commencement of the meeting. The procedure for e-voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
- Only those members/shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.
- Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.

Helpdesk for queries regarding virtual meeting:

In case shareholders/ investor have any queries regarding virtual meeting, you may refer the Frequently Asked Questions ('FAQs') available at <https://ivote.bigshareonline.com>, under download section or you can email us to ivote@bigshareonline.com or call us at: 1800 22 54 22, 022-62638338

EXPLANATORY STATEMENT UNDER SECTION 102 OF THE COMPANIES ACT, 2013**Item No-3:**

In terms of the applicable provisions of the Companies Act, 2013 ("Act") and pursuant to the approval and recommendation of Nomination and Remuneration Committee, the Board, at its meeting held on September 07, 2025, approved the appointment of Mr. Atul Dave (DIN: 09696561):-

1. As an Additional Director (Executive) of the Company to hold office upto the date of this Annual General Meeting; and
2. As the Managing Director "MD" of the Company for a period of 5 years w.e.f September 07, 2025, subject to approval of members, on such terms and conditions as provided in the resolution for his appointment as MD forming part of item no. 3 of this notice.

Brief Profile of Mr. Atul Dave and the statement containing additional information as required under the Act read with Clause 1.2.5 of the Secretarial Standards on General Meetings and Section II, Part II of the Schedule V of the Act with reference to appointment of Mr. Atul Dave, are as under:

Sr. No.	Nature of Information	Particulars
1.	Name	Mr. Atul Dave
2.	Date of Birth	04/04/1954
3.	Age	71 Years
4.	Brief Resume including experience	Atul Dave is an accomplished Director at Mark AB Capital Group of Companies, bringing over 46 years of diverse experience in finance, administration, and supply chain management (SCM). He holds a Postgraduate Degree in Business Administration and a Diploma in Industrial Relations and Personnel Management from the National Law Institute. Throughout his distinguished career, he has held key leadership roles such as Chief Financial Officer (CFO) and General Manager (GM) across several reputed large corporate groups. A seasoned banker and trusted advisor, Mr. Dave is known for his expertise in investment strategy, operational leadership, and management consulting. His strategic vision and depth of knowledge have consistently contributed to organizational growth and efficiency across various sectors.
5.	Date of first appointment	07 th September, 2025
6.	Remuneration Last Drawn	Not Applicable
7.	Qualification	Postgraduate degree in Business Administration and a Diploma in Industrial

		Relations and Personnel Management from the esteemed National Law Institute
8.	Nature of expertise in specific functional area	finance, administration, and supply chain management
9.	Relationship with other Directors, Managers and other Key Managerial Personnel of the company	Mr. Atul Dave is a common Director with Mr. Venkataramani Jaiganesh in Airmod Aerospace Solutions Limited and Avenir International Engineers and Consultants Private Limited. He is also a Director in Mark AB Capital Investment India Private Limited along with Mr. Vaidyanathan Ashok.
10.	Shareholding in the Company	NIL
11.	Directorship in other Companies	11
12.	Chairmanship / Membership of Committee of Board of Directors of other Companies	NIL
13.	No. of board meetings attended during the year 2024-25	Not Applicable
14.	Terms and conditions of appointment or re-appointment	For the term of 5 years
15.	Remuneration sought to be paid	As per permissible limits of Schedule V of the Companies Act, 2013

Justification for Appointment of Managing Director above the Age of 70 Years

Pursuant to the provisions of Section 196(3)(a) of the Companies Act, 2013, the appointment or continuation of a Managing Director who has attained the age of 70 years requires the approval of the shareholders by way of a Special Resolution, accompanied with appropriate justification.

The Board of Directors of the Company, after careful consideration, recommends the appointment of **Mr. Atul Dave** as **Managing Director** of the Company, notwithstanding that he has attained the age of 70 years, on account of the following:

1. Proven Leadership and Rich Experience:

Mr. Dave brings with him over **46 years of extensive experience** in the fields of finance, administration, and supply chain management. His expertise in strategic planning, investment advisory, and corporate leadership has been a key driver of business growth and stability.

2. Educational and Professional Credentials:

He holds a **Postgraduate Degree in Business Administration** and a **Diploma in Industrial Relations and Personnel Management** from the National Law Institute. His academic and professional background ensures a robust understanding of business dynamics and human capital management.

3. Track Record in Senior Management Roles:

He has held several **leadership positions**, including **Chief Financial Officer** and **General Manager**, across large corporate groups. His ability to handle complex financial operations,

investment strategies, and corporate governance has added significant value to every organization he has been associated with.

4. Strategic Vision and Industry Insight:

A seasoned banker and advisor, Mr. Dave has consistently demonstrated exceptional foresight in financial management, risk mitigation, and operational leadership. His guidance is considered critical for sustaining and enhancing the Company's long-term objectives.

5. Continued Value to the Company:

The Company firmly believes that the appointment of Mr. Dave as Managing Director will **ensure continuity of leadership, stability in operations, and strategic growth**. His deep knowledge, strong professional network, and mentoring abilities are assets that will continue to benefit the Company.

Accordingly, in the interest of the Company and its stakeholders, the Board recommends the appointment of **Mr. Atul Dave as Managing Director**, notwithstanding that he has crossed the age of 70 years.

Therefore, approval of the shareholders is sought by way of a Special Resolution for the appointment of **Mr. Atul Dave (DIN:09696561)** as a managing director of the Company from September 07, 2025.

None of other Director, Key Managerial Personnel or their respective relatives are concerned or interested in the Resolutions mentioned at items no. 3, except for **Mr. Atul Dave**.

Item No-4:

The Board of Directors of the Company recommended the regularization of appointment of **Mr. Ramalingam Sivaprakasam Chandrasekharan (DIN: 11207389)** as a Non-executive Director of the Company, liable to retire by rotation, who was appointed as Additional Director (Non-Executive) w.e.f. September 07, 2025, by the Members of the Company at this Annual General Meeting.

In pursuant to the provision Section 149, 152, 197 of the Companies Act, 2013, as required under the SEBI (Listing Obligations and Disclosures Requirements) Regulation, 2015 and Clause 1.2.5 of the Secretarial Standard on General Meetings (SS-2) particulars of Directors who are proposed to be appointed/reappointed at the forthcoming Annual General Meeting are as follows:

Sr. No.	Nature of Information	Particulars
1.	Name	Ramalingam Sivaprakasam Chandrasekharan
2.	Date of Birth	12/10/1959
3.	Age	66 Years
4.	Brief Resume including experience	Chandrasekharan R S is a distinguished finance leader with over 35 years of progressive experience in financial management, taxation, statutory compliance, and ERP implementation. He currently serves as the Chief Financial Officer at Shriram EPC Limited, where he oversees finance, accounts, taxation and SAP ERP driving operational efficiency and governance.

		Prior to this, he held key leadership roles as Corporate Financial Controller at Shasun Pharmaceuticals Limited, where he managed finance operations and SAP ERP implementation, and General Manager (Finance & ERP) at Mohan Breweries & Distilleries Limited, contributing to financial planning and technology-driven transformation.
5.	Date of first appointment	September 7, 2025
6.	Remuneration Last Drawn	Not Applicable
7.	Qualification	B.Com (University of Madras) Fellow Chartered Accountant (FCA), Institute of Chartered Accountants of India – Accountancy Diploma in IFRS from ACCA (Association of Chartered Certified Accountants), UK.
8.	Nature of expertise in specific functional area	R. Chandrasekharan specializes in Strategic Financial Management, Direct & Indirect Taxation, Statutory & Regulatory Compliance, SAP ERP Implementation & Optimization, Financial Planning & Control, Technology-Driven Financial Transformation, Corporate Governance & Risk Management
9.	Relationship with other Directors, Managers and other Key Managerial Personnel of the company	He is a CFO in SEPC Limited in which Mr. Venkataramani Jaiganesh is a Whole-time director.
10.	Shareholding in the Company	NIL
11.	Directorship in other Companies	NIL
12.	Chairmanship / Membership of Committee of Board of Directors of other Companies	NIL
13.	No. of board meetings attended during the year 2024-25	Not Applicable
14.	Terms and conditions of appointment or re-appointment	Liable to retire by rotation
15.	Remuneration sought to be paid	As per permissible limits of Schedule V of the Companies Act, 2013

Therefore, approval of the shareholders is sought by way of an Ordinary Resolution for the regularization of appointment of **Mr. Ramalingam Sivaprakasam Chandrasekharan (DIN: 11207389)** as a Director (Non-Executive) of the Company.

None of other Director, Key Managerial Personnel or their respective relatives are concerned or interested in the Resolutions mentioned at items no. 4, except for **Mr. Ramalingam Sivaprakasam Chandrasekharan**.

Item No-5:

The Board of Directors of the Company recommended the regularization of appointment of **Mr. Venkataramani Jaiganesh (DIN: 00095975)** as a Non-executive Director of the Company, liable to retire by rotation, who was appointed as Additional Director (Non-Executive) w.e.f. September 07, 2025, by the Members of the Company at this Annual General Meeting.

In pursuant to the provision Section 149, 152, 197 of the Companies Act, 2013, as required under the SEBI (Listing Obligations and Disclosures Requirements) Regulation, 2015 and Clause 1.2.5 of the Secretarial Standard on General Meetings (SS-2) particulars of Directors who are proposed to be appointed/reappointed at the forthcoming Annual General Meeting are as follows:

Sr. No.	Nature of Information	Particulars
1.	Name	Mr. Venkataramani Jaiganesh
2.	Date of Birth	09/08/1973
3.	Age	52 Years
4.	Brief Resume including experience	Mr. Venkataramani Jaiganesh is a Qualified Chartered Accountant from the Institute of Chartered Accountants of India and holds a Postgraduate Diploma in International Business. With around 20 years of experience, he brings strong expertise in finance, accounts, and operational management , ensuring high standards of compliance and corporate governance . He has been instrumental in driving business growth and leading international expansion across markets such as the USA, Qatar, Oman, and Saudi Arabia . His industry exposure spans trading, manufacturing, services, investments, EPC, and Oil & Gas , making him a versatile and globally experienced finance professional.
5.	Date of first appointment	September 7, 2025
6.	Remuneration Last Drawn	Not Applicable
7.	Qualification	Qualified Chartered Accountant from the Institute of Chartered Accountants of India and holds a Postgraduate Diploma in International Business
8.	Nature of expertise in specific functional area	finance, accounts, and operational management

9.	Relationship with other Directors, Managers and other Key Managerial Personnel of the company	He is a common Director with Mr. Atul Dave in Airmod Aerospace Solutions Limited and Avenir International Engineers and Consultants Private Limited. He is also a Director in SEPC Limited in which Mr. Ramalingam Sivaprakasam Chandrasekharan is a CFO.
10.	Shareholding in the Company	NIL
11.	Directorship in other Companies	3
12.	Chairmanship / Membership of Committee of Board of Directors of other Companies	NIL
13.	No. of board meetings attended during the year 2024-25	Not Applicable
14.	Terms and conditions of appointment or re-appointment	Liable to retire by rotation
15.	Remuneration sought to be paid	As per permissible limits of Schedule V of the Companies Act, 2013

Therefore, approval of the shareholders is sought by way of an Ordinary Resolution for the regularization of appointment of **Mr. Venkataramani Jaiganesh (DIN: 00095975)** as a (Non-Executive) of the Company.

None of other Director, Key Managerial Personnel or their respective relatives are concerned or interested in the Resolutions mentioned at items no. 5, except for **Mr. Venkataramani Jaiganesh**.

Item No-6:

The Board of Directors of the Company recommended the regularization of appointment of **Mr. Vaidyanathan Ashok (DIN: 01089738)** as a Non-executive Director of the Company, liable to retire by rotation, who was appointed as Additional Director (Non-Executive) w.e.f. September 07, 2025, by the Members of the Company at this Annual General Meeting.

In pursuant to the provision Section 149, 152, 197 of the Companies Act, 2013, as required under the SEBI (Listing Obligations and Disclosures Requirements) Regulation, 2015 and Clause 1.2.5 of the Secretarial Standard on General Meetings (SS-2) particulars of Directors who are proposed to be appointed/reappointed at the forthcoming Annual General Meeting are as follows:

Sr. No.	Nature of Information	Particulars
1.	Name	Mr. Vaidyanathan Ashok
2.	Date of Birth	08/06/1963
3.	Age	62 Years
4.	Brief Resume including experience	Mr. Ashok Vaidyanathan is a highly accomplished and widely acclaimed finance professional with over 30 years of experience

		in leading large conglomerates. Previously, as the Group CFO of ESSAR, he successfully managed the group's financing, nurturing relationships with multiple banks, FII's, and FIIs, and maintaining a debt portfolio of over USD 25 billion across international and domestic markets.
5.	Date of first appointment	07/09/2025
6.	Remuneration Last Drawn	NIL
7.	Qualification	Chartered Accountant and ICAI
8.	Nature of expertise in specific functional area	Expertise in Financial Engineering, Stakeholder Management, Investor Relations, Mergers & Acquisitions, Strategy and Implementation
9.	Relationship with other Directors, Managers and other Key Managerial Personnel of the company	He is Director in Mark AB Capital Investment India Private Limited along with Mr. Atul Dave.
10.	Shareholding in the Company	NIL
11.	Directorship in other Companies	1
12.	Chairmanship / Membership of Committee of Board of Directors of other Companies	NIL
13.	No. of board meetings attended during the year 2024-25	Not Applicable
14.	Terms and conditions of appointment or re-appointment	Liable to retire by rotation
15.	Remuneration sought to be paid	As per permissible limits of Schedule V of the Companies Act, 2013

Therefore, approval of the shareholders is sought by way of an Ordinary Resolution for the regularization of appointment of **Mr. Vaidyanathan Ashok (DIN: 01089738)** as a director (Non-Executive) of the Company.

None of other Director, Key Managerial Personnel or their respective relatives are concerned or interested in the Resolutions mentioned at items no. 6, except for **Mr. Vaidyanathan Ashok**.

Item No-7:

The Board at its meeting held on September 07, 2025, based on recommendation of the Audit Committee, after evaluating and considering various factors such as industry experience, competency of the audit team, efficiency in conduct of audit, independence, etc., has approved the appointment of S P Moud & Associates, Practicing Company Secretaries, a peer reviewed firm (Unique Code: S2023RJ906400) as Secretarial Auditors of the Company for a term of five consecutive years commencing from FY 2025-26 till FY 2029-30, subject to approval of the Members.

The appointment of Secretarial Auditors shall be in terms of the amended Regulation 24A of the SEBI Listing Regulations vide SEBI Notification dated December 12, 2024 and provisions of Section 204 of the Act and Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

S P Moud & Associates is a well-known firm of Practicing Company Secretaries founded and based in Udaipur. Renowned for its commitment to quality and precision, the firm has been Peer Reviewed by the Institute of Company Secretaries of India (ICSI), ensuring the highest standards in professional practices.

S P Moud & Associates has confirmed that the firm is not disqualified and is eligible to be appointed as Secretarial Auditors in terms of Regulation 24A of the SEBI Listing Regulations. The services to be rendered by S P Moud & Associates as Secretarial Auditors is within the purview of the said regulation read with SEBI circular no. SEBI/ HO/CFD/CFD-PoD-2/CIR/P/2024/185 dated December 31, 2024.

Item No-8:

The Company was incorporated under the provision of the Companies Act, 1956, in the State of Rajasthan. As per Clause II of the Memorandum of Association of the Company, the Registered Office of the Company is at present situated in the State of Rajasthan. Accordingly, your Board of directors at their meeting held on 07th September, 2025 has proposed to shift the Registered Office of the Company from the State of Rajasthan to National Capital Territory/State of Delhi.

As the Company is managing its affairs and business from National Capital Territory / Delhi. In order to achieve better operational and administrative control, to exploit new business opportunities, and to achieve new heights for the business of the company, it would be in the interest of the Company, its members, stakeholders and others to shift the Registered Office of the Company into the National Capital Territory / State of Delhi.

In accordance with the provision of section 13 of the Companies Act, 2013 pursuant to the shifting of the Registered Office from one state to another alteration in Clause II of the Memorandum of Association of the Company is required, which requires the approval of shareholders in General Meeting by way of Special Resolution to give effect to such change and which would be subject to the approval of the Central Government (regional director). Therefore, it has become necessary to seek your consent by way of special resolution to give effect to such change.

Draft amended copy of Memorandum of Association has been placed at the Registered Office of the Company for inspection during the business hours till the end of meeting.

The proposed change will in no way be detrimental to the interest of any member of Public, Employees or other Associates of the Company in any manner whatsoever.

Your Board recommends to pass the above said resolution. None of the Directors / KMP of the Company or their relatives has any interest or concern in the resolution except as members of the Company.

**By Order of the Board of Directors
For Bohra Industries Limited**

**Sd/-
Anshu Kumari Agarwal
Company Secretary & Compliance Officer**

**Place: Udaipur
Date: 07/09/2025**